

**SOUTHERN ENERGY CORP.  
CHAIR OF THE BOARD OF DIRECTORS  
POSITION DESCRIPTION**

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**General**

The Chair is a director, appointed to the position of Chair by the Board of Directors (the “**Board**”) of Southern Energy Corp. (the “**Corporation**”).

**Responsibilities**

The Chair shall:

1. be satisfied that the Board is alert to its obligations to the Corporation;
2. in consultation with the Chief Executive Officer of the Corporation, determine the dates and locations of meetings of the Board and of the shareholders of the Corporation;
3. in consultation with the Chief Executive Officer, set agendas for Board meetings;
4. be satisfied that the Board receives adequate and regular updates from the senior management on all issues important to the welfare and future of the Corporation;
5. except as otherwise authorized by the by-laws, chair all meetings of the Board and of the shareholders of the Corporation and ensure that all business required to come before such meetings is brought before the respective meeting, discussed and brought to resolution, as required;
6. maintain a liaison and communication with all members of the Board and the committee chairs to co-ordinate input from all members of the Board, and optimize the effectiveness of the Board and its committees;
7. provide the Board with leadership to assist with effectively carrying out its duties and responsibilities; and
8. be satisfied that information requested by members of the Board or committees of the Board is provided and meets their needs.

**Review of Position Description**

The Board shall review the adequacy of this position description annually or otherwise as it deems appropriate (so long as such review is conducted at least on an annual basis). Such review shall include the evaluation of the performance of the Chair in light of this position description.